



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 22023 FILED

FEB 9 '99

2-40PM

February 9, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of February 3, 1999.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR  
100 Federal Street  
Boston, MA 02110

Southdown, Inc. - LESSEE  
1200 Smith Street  
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 23, NEW 3,260 Cubic Foot 115 ton twin Covered Hopper Cars, SDWX numbers."

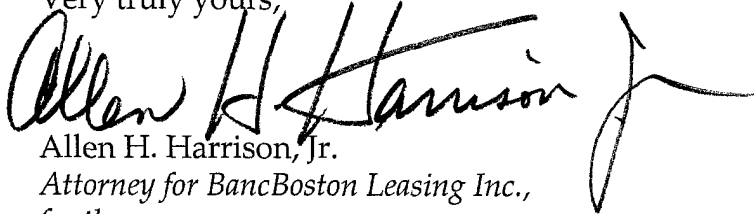
Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a long, sweeping horizontal line extending to the right.

Allen H. Harrison, Jr.  
*Attorney for BancBoston Leasing Inc.,  
for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8201-020

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
DCWM  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

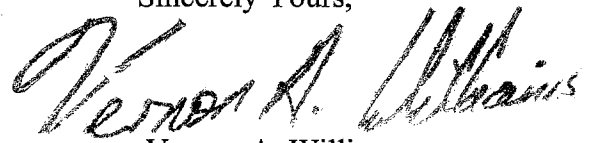
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/9/99 2:40PM , and

assigned recordation numbers (s): 22023.

Sincerely Yours,

  
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

FEB 9 '99

2-40PM

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 3rd day of FEBRUARY, 1999 is intended to evidence the Equipment Schedule dated as of January 26, 1999, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use **Twenty-three (23) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars** (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

BANCOSTON LEASING INC.

By: *Paula E. DeLaurier*Name: PAULA E. DELAURIERTitle: ASSISTANT VICE PRESIDENTDate: 2/5/99

LESSEE:

SOUTHDOWN, INC.

By: *L. Craig Carleton*Name: L. CRAIG CARLETONTitle: ASSISTANT TREASURERDate: FEBRUARY 8, 1999

**STATE OF MASSACHUSETTS )**

) **SS:**

**COUNTY OF SUFFOLK**

)

On this 5<sup>th</sup> day of February, 1999, before me the subscriber Teresa M. Grimes, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Paula E. DeLawter to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal as of this 5<sup>TH</sup> day of February, 1999.

Jason M. Grimes  
Notary Signature

**Teresa M. Crimes**  
Notary Public

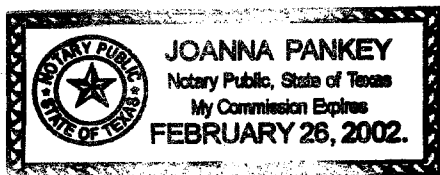
My Commission Expires Feb 11, 2005

## My Commission Expires

STATE OF Texas  
COUNTY OF Harris ) SS:

On this 2<sup>nd</sup> day of February, 1999, before me the subscriber, Joanna Pankey, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L. Craig Carleton, to me personally known, who stated and acknowledged that he/she is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 2<sup>nd</sup> day of February, 1999.



Joanna Pankey  
Notary Signature

2-26-2002  
My Commission Expires

**Attachment A**  
**to**  
**Memorandum of Railroad Equipment Lease**

To the Memorandum of Lease dated as of January 26, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

**Twenty-three (23) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars**, with the following standard specifications:

<u>Certificate No.BD</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10169	55000	231000
SDWX 10170	54900	231100
SDWX 10171	54900	231100
SDWX 10172	55000	231000
SDWX 10173	54800	231200
SDWX 10181	54800	231200
SDWX 10184	54800	231200
SDWX 10185	54800	231200
SDWX 10186	54900	231100
SDWX 10192	54800	231200
SDWX 10193	54900	231100
SDWX 10194	55100	230900
SDWX 10195	54800	231200
SDWX 10196	54900	231100
SDWX 10200	54900	231100
SDWX 10202	54800	231200
SDWX 10203	55000	231000
SDWX 10205	55100	230900
SDWX 10206	55000	231000
SDWX 10207	54800	231200
SDWX 10208	55000	231000
SDWX 10209	55100	230900
SDWX 10211	54600	231400

The Equipment referenced above is located on the premises of the Lessee at:  
**1200 Smith Street, Houston, Texas 77002**